

EXHIBIT B

Proposed Order

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

Presentment Date: October 13, 2011
Time: 12:00 p.m.

SECURITIES INVESTOR PROTECTION
CORPORATION,

Objections Due: October 13, 2011
Time 11:00 p.m.

Plaintiff-Applicant,

v.

Adv. Pro. No. 08-01789 (BRL)

BERNARD L. MADOFF INVESTMENT
SECURITIES LLC,

SIPA Liquidation

(Substantively Consolidated)

Defendant.

In re:

BERNARD L. MADOFF,

Debtor.

**ORDER GRANTING TRUSTEE'S MOTION TO RETAIN
GREENFIELD STEIN & SENIOR, LLP AS SPECIAL
COUNSEL *NUNC PRO TUNC* AS OF APRIL 20, 2011**

Upon the motion (the "Motion") of Irving H. Picard (the "Trustee"), as trustee for the substantively consolidated liquidation of the business of Bernard L. Madoff Investment Securities LLC, and the estate of Bernard L. Madoff, for authority to retain Greenfield Stein & Senior, LLP ("GS&S"), as special counsel, *nunc pro tunc*, as of April 20, 2011, and due and proper notice having been given under the circumstances of this case, and the Securities Investor Protection Corporation having specified GS&S as special counsel, and after due deliberation,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.
2. The Court finds that GS&S is hereby deemed disinterested under 15 U.S.C. § 78eee(b)(6)(B).

3. The Trustee is authorized to retain GS&S as special counsel to the Trustee as provided in the Motion, *nunc pro tunc*, as of April 20, 2011.

Dated: New York, NY
_____, 2011

HONORABLE BURTON R. LIFLAND
UNITED STATES BANKRUPTCY JUDGE